

RECORDATION NO. 23934 FILED

APR 05 '02

4-03 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 5, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 7, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar, Ltd. 1819 Peachtree Road, N.E. Suite 425 Atlanta, Georgia 30309-1847
Lessee:	Meridian Aggregates 5575 DTC Parkway Suite 325 Greenwood Village, Colorado 80111

A description of the railroad equipment covered by the enclosed document is:

Five (5) boxcars; RMGX 4174 – RMGX 4178 inclusive.

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A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Master Lease Agreement dated as of May 1, 1999, and the related Schedule No. 6, (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Meridian Aggregates, as Lessee, Lessor has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 425  
Atlanta, Georgia 30309-1847

Meridian Aggregates  
5575 DTC Parkway  
Suite 325  
Greenwood Village, CO 80111

3. The term of the Lease has already commenced, October 1, 2001, and is scheduled to end approximately on March 31, 2002.


4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum may be signed in counterpart of duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of November 7, 2001.

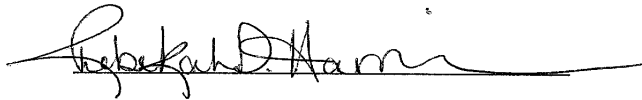
RAILCAR, LTD.

By:   
Name: Jeffrey Edelman

Title: Vice President of Finance

State of Georgia, County of Cobb

On November 7, 2001, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public: Rebekah D. Harrison

My commission expires: August 30, 2005

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

COMPANY

By: John C. Genova

Name: JOHN C. GENOVA

Title: VICE PRESIDENT

State of Colorado, County of Adams

On 11/15, 2001, before me personally appeared John C. Genova,  
to me personally know, who being by me duly sworn says that he is Vice President  
of Mendian Aggregates Co and that he executed the foregoing instrument  
on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the  
execution of the foregoing instrument was the free act and deed of said corporation.

Sandra K. Gronquist

Notary Public: \_\_\_\_\_

My commission expires: 10/29/2002

[NOTARIAL SEAL]



My Commission Expires 10/29/2002

**DESCRIPTION OF RAILCARS  
TO SCHEDULE NO. 6**

Lessee: Meridian Aggregates

Lessor: Railcar, Ltd.

Owner: BTM Capital

Number of Cars in Lease: 5

Description of Cars: used 52' 6" long, 5' high sided, 286,000# GLR gondola(s)

Car Marks and Numbers:

RMGX 4174-4178